

Scrutinizer's Report – Combined

To,

The Chairman of 43rd Annual General Meeting of the members of,
Bhiwani Vanaspati Limited (the Company) to be held on 30th September, 2014 at Rasoi Court,
20 Sir R N Mukherjee Road, Kolkata – 700 001.

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of **Bhiwani Vanaspati Limited**. (the Company) as a Scrutiniser for the purpose of Scrutinising the e-voting process and voting through Assent / Dissent Form under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and other applicable provisions on the Resolutions contained in the notice to the 43rd Annual General Meeting of the members of the Company held on 30th September, 2014 at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 43rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Assent / Dissent Form, if any as received from the shareholders on or before September 26, 2014 (6:00 P.M.).

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Phone No : 2237 9517



3. I have issued separate Scrutinizer's Report dated 27th September, 2014 on the e-voting and physical ballot on the resolution contained in the notice to the AGM. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of voting through Assent / Dissent Form as under:

Item No. of Notice	Particulars and Type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
		Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	
Item No. 1	Adoption of Audited Accounts (Ordinary Resolution)	474399	100	NIL	NIL	NIL
Item No. 2	To appoint Mrs. Suprava Raskshit as Director who retires by rotation, being eligible seeks re-appointment (Ordinary Resolution)	474399	100	NIL	NIL	NIL
Item No. 3	Appointment M/s Bharat D. Sarawgee & Co. as Auditor (Ordinary Resolution)	474399	100	NIL	NIL	NIL
Item No. 4	Appointment of Mr. Vinod Kumar Singhi as an Independent Director (Ordinary Resolution)	474399	100	NIL	NIL	NIL



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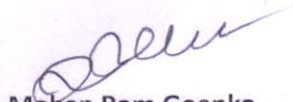
MR & Associates

Company Secretaries

Item No. 5	Appointment of Mr. Goutam Ghosal as an Independent Director (Ordinary Resolution)	474399	100	NIL	NIL	NIL
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Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

Date : 27th September, 2014



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Scrutinizer's Report (E-voting)

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

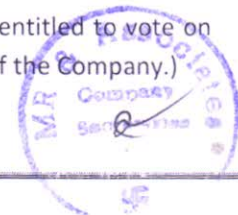
The Chairman of 43rd Annual General Meeting of the members of, **Bhiwani Vanaspati Limited** (the Company) to be held on 30th September, 2014 at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001.

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **Bhiwani Vanaspati Limited**. (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 43rd Annual General Meeting (AGM) of the members of the Company, to be held on 30th September, 2014, at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 43rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL. The authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my Report as under:
 - (I) The e-voting period remained open from **25th September, 2014 (10:00 A.M.) to 26th September, 2014 (6:00 P.M.)**
 - (II) The member of the Company as on "**cut off**" date i.e. **29.08.2014** were entitled to vote on the resolutions. (Item No. 1 to 5 as set out in the notice of 43rd AGM of the Company.)

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(III) The votes cast were unblocked on 27.09.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sneha Khaitan

Ms. Sneha Khaitan

Smita Mondal

Ms. Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No. 1 :-

Ordinary Resolution; To consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2014 together with the reports of the Directors' and Auditors' thereon

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 2:-

Ordinary Resolution; To appoint a Director in place of Mrs. Suprava Rakshit (DIN: 05167822), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 3 :-

Ordinary Resolution; To re-appoint M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 4:-

Ordinary Resolution; To appoint Mr. Vinod Kumar Singhi (DIN: 01309182) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 5 :-

Ordinary Resolution; To appoint Mr. Goutam Ghosal (DIN: 06956982) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours Faithfully,


Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Place: Kolkata

Date: 27th September, 2014

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Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,

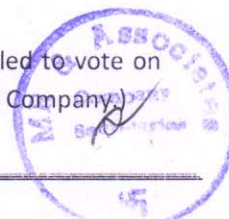
The Chairman of 43rd Annual General Meeting of the members of,
Bhiwani Vanaspati Limited (the Company) to be held on 30th September, 2014 at Rasoi
Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001.

Dear Sir,

1. I Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of **Bhiwani Vanaspati Limited** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process by assent / dissent form and ascertaining the requisite majority on physical voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement on the Resolution contained in the notice to 43rd Annual General Meeting (AGM) of the members of the Company, to be held on 30th September, 2014, at Rasoi Court, 20 Sir R N Mukherjee Road, Kolkata – 700 001.
2. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through assent /dissent form means on the Resolution contained in the notice of 43rd Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the physical ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through Assent / Dissent Form.
3. Further to the above, I submit my Report as under:
 - (I) The Assent / Dissent Form as received by the Scrutinizer on or before **September 26, 2014 (6:00 P.M.)**
 - (II) The member of the Company as on "**cut off**" date i.e **29.08.2014** were entitled to vote on the resolutions. (Item No. 1 to 5 as set out in the notice of 43rd AGM of the Company)

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(III) The votes cast were unblocked on 27.09.2014 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sneha Khaitan

Ms. Sneha Khaitan

Smita Mondal

Ms.Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the Assent / Dissent Form and based on such report generated, the results are as under:

Item No. 1 :-

Ordinary Resolution; To consider, approve and adopt the audited financial statements of the company for the financial year ended 31st March, 2014 together with the reports of the Directors' and Auditors' thereon

(i) Voted in favour of the Resolution:

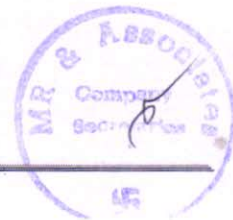
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	474399	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 2:-

Ordinary Resolution; To appoint a Director in place of Mrs. Suprava Rakshit (DIN: 05167822), who retires by rotation and being eligible, offers herself for re-appointment

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	474399	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
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Item No. 3 :-

Ordinary Resolution; To re-appoint M/s Bharat D. Sarawgee & Co., Chartered Accountants, Kolkata, as Statutory Auditors of the Company.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	474399	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
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Item No. 4 :-

Ordinary Resolution; To appoint Mr. Vinod Kumar Singhi (DIN: 01309182) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	474399	100

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 5 :-

Ordinary Resolution; To appoint Mr. Goutam Ghosal (DIN: 06956982) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
8	474399	100

(ii) Voted against the Resolution:

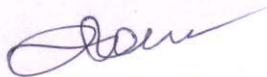
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Place: Kolkata

Date: 27th September, 2014

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